

**P11000088157**

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**MERGER OR SHARE EXCHANGE  
TOMDAN, INC.**

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SECRETARY OF STATE  
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**ARTICLES OF MERGER**

**OF**

**TOMDAN, INC.**

\*\*\*\*\*

Pursuant to the provisions of Florida Statutes Section 607.1108, **TOMDAN, INC.**, a New York corporation (the "Merging Corporation"), and **TOMDAN, INC.**, a Florida corporation (the "Surviving Corporation"; and collectively with the Merging Corporation, the "Constituent Corporations") adopt and submit the following Articles of Merger:

**ARTICLE I – SURVIVING CORPORATION**

The name of the surviving corporation is **TOMDAN, INC.**, and its jurisdiction is the State of Florida (Document # P11000088157).

**ARTICLE II – MERGING CORPORATION**

The name of the merging corporation is **TOMDAN, INC.**, and its jurisdiction is the State of New York (Document #n/a).

**ARTICLE III – PLAN OF MERGER**

The Agreement and Plan of Merger is attached hereto as Exhibit "A" and hereby made a part hereof (the "Plan of Merger"). The Plan of Merger was (i) adopted by the unanimous written consent of the Board of Directors of the Merging Corporation on December 19, 2011, and approved by the unanimous written consent of the Shareholders of the Merging Corporation on December 19, 2011; and (ii) adopted by the unanimous written consent of the Board of Directors of the Surviving Corporation on December 19, 2011, and approved by the unanimous written consent of the Shareholders of the Surviving Corporation on December 19, 2011.

**ARTICLE IV – EFFECTIVE DATE OF MERGER**


The date and time that the merger shall become effective shall be 12:01am on January 1, 2012.

[Signature Page to Follow]

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger on December 19, 2011, and we affirm that the facts stated herein are true.

**TOMDAN, INC.**, a New York corporation

**TOMDAN, INC.**, a Florida corporation

By:   
Charles J. DiNatale, President

By:   
Charles J. DiNatale, President

Exhibit A

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is made as of this 19<sup>th</sup> day of December, 2011, by and between Tomdan, Inc., a corporation incorporated under the laws of the State of New York ("Tomdan New York"), and Tomdan, Inc., a corporation incorporated under the laws of the State of Florida ("Tomdan Florida", and together with Tomdan New York, the "Constituent Corporations" and each, individually, a "Constituent Corporation").

WHEREAS, each of the Constituent Corporations deems it advisable and in their best interests that Tomdan New York be merged with and into Tomdan Florida, with Tomdan Florida as the surviving corporation of the merger;

WHEREAS, the sole shareholder of Tomdan New York shall be the only shareholder of Tomdan Florida immediately following the transactions contemplated by this Agreement and Plan of Merger; and

WHEREAS, each of the Constituent Corporations intends that the transactions contemplated by this Agreement and Plan of Merger shall qualify as a reorganization described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, it is hereby agreed:

1. Names. The names of the Constituent Corporations to be merged are Tomdan, Inc. (referred to herein as Tomdan New York), and Tomdan, Inc. (referred to herein as Tomdan Florida).

2. Surviving Corporation. The name of the surviving corporation is Tomdan, Inc., a corporation incorporated under the laws of the State of Florida, having the following Florida Document #: P11000088157.

3. Shares. The designation and number of outstanding shares of each class of stock of each of the Constituent Corporations and the number of such shares of each class:

Name of Constituent Corporation	Designation and Number of Outstanding Shares in each Class
Tomdan New York	200 shares of one class of common stock, par value \$.001 per share
Tomdan Florida	200 shares of one class of common stock, no par value

4. Effective Date & Time. The date and time that the merger shall be become effective shall be 12:01am on January 1, 2012 (the "Effective Date").

5. Authorization, Compliance with Laws. This Agreement and Plan of Merger was adopted pursuant to the unanimous written consent of Board of Directors of each of Tomdan New York and Tomdan Florida, and was then authorized and approved pursuant to the

unanimous written consent of the sole Shareholder of each of Tomdan New York and Tomdan Florida. This merger is permitted by the laws of both the State of Florida and the State of New York, and is in compliance therewith.

6. State and Date of Incorporation.

(a) Tomdan Florida was incorporated under the laws of the State of Florida, with an effective date of January 1, 2012.

(b) Tomdan New York was incorporated under the laws of the State of New York on February 19, 2003.

7. Effect of Merger. On the Effective Date, Tomdan New York shall be merged into Tomdan Florida in accordance with the laws of the State of New York and the laws of the State of Florida, and the separate existence of Tomdan New York shall cease. Tomdan Florida, the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, powers and purposes of Tomdan New York; and all property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations shall vest in Tomdan Florida, the surviving corporation, without further act or deed. On the Effective Date, Tomdan Florida, the surviving corporation, shall assume and be liable for all the liabilities, obligations and penalties, if any, of Tomdan New York; and no liability or obligation due or to become due, claim or demand for any cause existing against any Constituent Corporation shall be released or impaired by this merger; and no action or proceeding, whether civil or criminal, then pending by or against any Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by this merger, but may be enforced, prosecuted, settled or compromised as if this merger had not occurred, or the surviving corporation may be substituted in such action or special proceeding in place of any Constituent Corporation.

8. Manner of Converting Shares. The manner and basis of converting the shares of Tomdan New York into shares, obligations, or other securities of Tomdan Florida, the surviving corporation, are as follows: On the Effective Date, the sole shareholder of Tomdan New York shall surrender all of his shares of Tomdan New York ("TDNY Shares") in exchange for an equal number of shares in Tomdan Florida. Upon surrender to Tomdan New York of all of his TDNY Shares, all TDNY Shares shall be cancelled, and an equal number of shares of Tomdan Florida ("TDFL Shares") shall be issued to the sole shareholder of the Tomdan New York.

9. Governing Documents. The Articles of Incorporation and ByLaws of Tomdan Florida, the surviving corporation, as in effect on the Effective Date shall be the Articles of Incorporation and ByLaws of Tomdan Florida, the surviving corporation, from and after the Effective Date, until altered, amended or repealed.

10. Directors and Officers. All directors and officers of Tomdan Florida on the Effective Date shall be and continue to be the directors and officers of Tomdan Florida, the surviving corporation.

11. Further Actions. From time to time and after the Effective Date, the officers of Tomdan Florida, the surviving corporation, may, in the name of the Constituent Corporations execute and deliver all proper deeds, assignments, and other instruments and take or cause to be taken any other action that the surviving corporation may deem necessary or desirable to vest, perfect or confirm the surviving corporation's title to and possession of all of the property, rights, privileges, immunities, powers, and purposes of the Constituent Corporations and otherwise carry out the purposes of this Agreement and Plan of Merger.

12. Service of Process.

(a) Tomdan Florida may be served with process in New York State in any action or special proceeding for the enforcement of any liability or obligation of Tomdan New York and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of the shareholder of Tomdan New York to receive payment for his shares against Tomdan Florida.

(b) The Secretary of State of the State of New York is designated as the agent upon whom process against Tomdan Florida may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York, in any action or special proceeding, and the post office address, within or without New York State, to which the Secretary of State shall mail a copy of any process against it served upon him is 4301 32<sup>nd</sup> Street West, Suite C4, Bradenton, FL 34205. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

13. Dissenters' Rights. Subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, Tomdan Florida will promptly pay to the shareholder of Tomdan New York the amount, if any, to which he shall be entitled under the provisions of New York Business Corporation Law relating to the right of shareholders to receive payment for their shares.

14. Taxes.

(a) Tomdan New York certifies that all fees and taxes (including penalties and interest) administered by the New York State department of taxation and finance which are then due and payable by Tomdan New York have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed.

(b) Tomdan Florida will within thirty days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the New York State department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by Tomdan New York.

15. This Agreement and Plan of Merger may be amended or abandoned at anytime prior to filing the appropriate Certificate of Merger under the New York Business Corporation Law by the board of directors of TomDan New York, and under the Florida Business Corporation Act by the board of directors of TomDan Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first written above.

TOMDAN, INC., a New York Corporation

By: Charles DiNatale  
Name: Charles DiNatale  
Title: President

TOMDAN, INC., a Florida Corporation

By: Charles DiNatale  
Name: Charles DiNatale  
Title: President